

MARVEL
TEAM-UP

MARVEL COMICS GROUP



20¢ 13
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MARVEL TEAM-UP

FEATURING

SPIDER-MAN AND CAPTAIN AMERICA

FIRE!
FIRE!
THEY MUST BE
DESTROYED!



SO SPEAKS THE
GREY
GARGOYLE!

TWO
OF MARVEL'S
MIGHTIEST HEROES
IN NON-STOP ACTION
--TOGETHER!

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THE CRAMMITE SKY!

THEY ARE NO COMFORT: THE WAVES LAPPING GENTLY AGAINST ROTTING WOODEN PILINGS; THE BRISK BREEZE BLOWING CRACKER-CRISP THROUGH TOSSED BROWN HAIR; THE PLAINTIVE WAIL OF RUSTY TANKERS RETURNING ONCE MORE TO THE CLAMMY EMBRACE OF THE SEA...

NO, THE THINGS THAT LURED A PENSIVE **PETER PARKER** TO A DEW-WET EAST WHARF THIS NIGHT ARE REALLY NO COMFORT AT ALL--

-- FOR THEY HAVE DONE NOTHING TO ALLEVIATE HIS DAYS-LONG PEPRESSION--

-- NOTHING TO FREE HIM FROM THE GAUDILY-GARBED SPECTER THAT HAUNTS HIS EVERY WAKING HOUR --

-- THE SPECTER OF HIS OWN ALTER-EGO!

I THOUGHT THE TRIP TO **SAN FRANCISCO** WOULD HELP ME GET MY MIND OFF **GWEN**-- BUT NO SUCH LUCK!*

NOTHING CAN MAKE ME **FORGET** THAT THE GIRL I LOVED IS **DEAD**--

--AND THAT **SPIDER-MAN** KILLED HER!

*AS CHRONICLED IN **TEAM-UP** #12 AND **PARADEVIL** #103--RT.

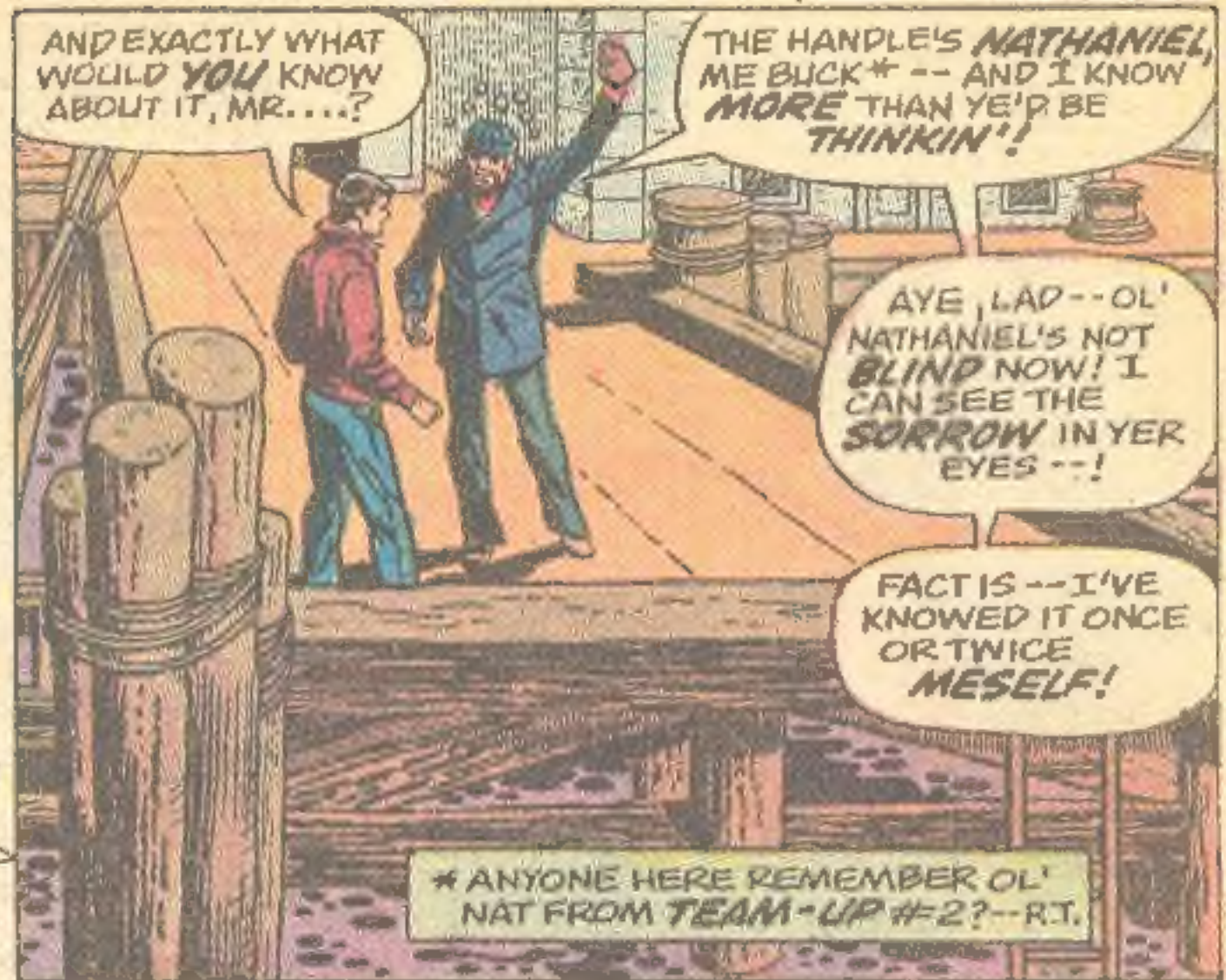


OH, I MAY NOT HAVE ACTUALLY **DONE** THE DEED--

-- BUT IF I WASN'T **SPIDEY**, THE GREEN GOBLIN WOULD **NEVER** HAVE --

'ERE NOW, LADDY-- THINGS CAN'T BE AS BLACK AS ALL **THAT!**

HUH?



AND EXACTLY WHAT WOULD **YOU** KNOW ABOUT IT, MR....?

THE HANDLE'S **NATHANIEL**, ME BUCK* -- AND I KNOW **MORE** THAN YE'D BE **THINKIN'!**

AYE, LAD-- OL' NATHANIEL'S NOT **BLIND** NOW! I CAN SEE THE **SORROW** IN YER EYES --!

FACT IS -- I'VE KNOWNED IT ONCE OR TWICE **MESELF!**

* ANYONE HERE REMEMBER OL' NAT FROM **TEAM-UP** #2? -- R.T.



YE CAN'T LET IT **GET** TO YE, LAD --!

YE GOTTA STAND UP AN' **FACE** YER HURT--

-- 'FORE IT GETS **HEAVY** ENOUGH TO PULL YE DOWN LIKE A RUDDY **ANCHOR!**



YE GOTTA **BUCK** UP, MATE --

-- TAKE THE BULL BY THE **HORNS**, SO TO SPEAK--!



JUST WHAT I **NEEDED** -- A BESOTTED **PHILOSOPHER!**

THIS GUY'S GONNA KEEP **JAWWING** TILL HE **COLLAPSES**--



-- AND TONIGHT I JUST HAVEN'T GOT THE PATIENCE TO **WAIT!**

AYE, LADDY-- THE BEST THING FER YE TO DO IS **STAND UP** TO YER **SORROWS** LIKE A **MAN!**



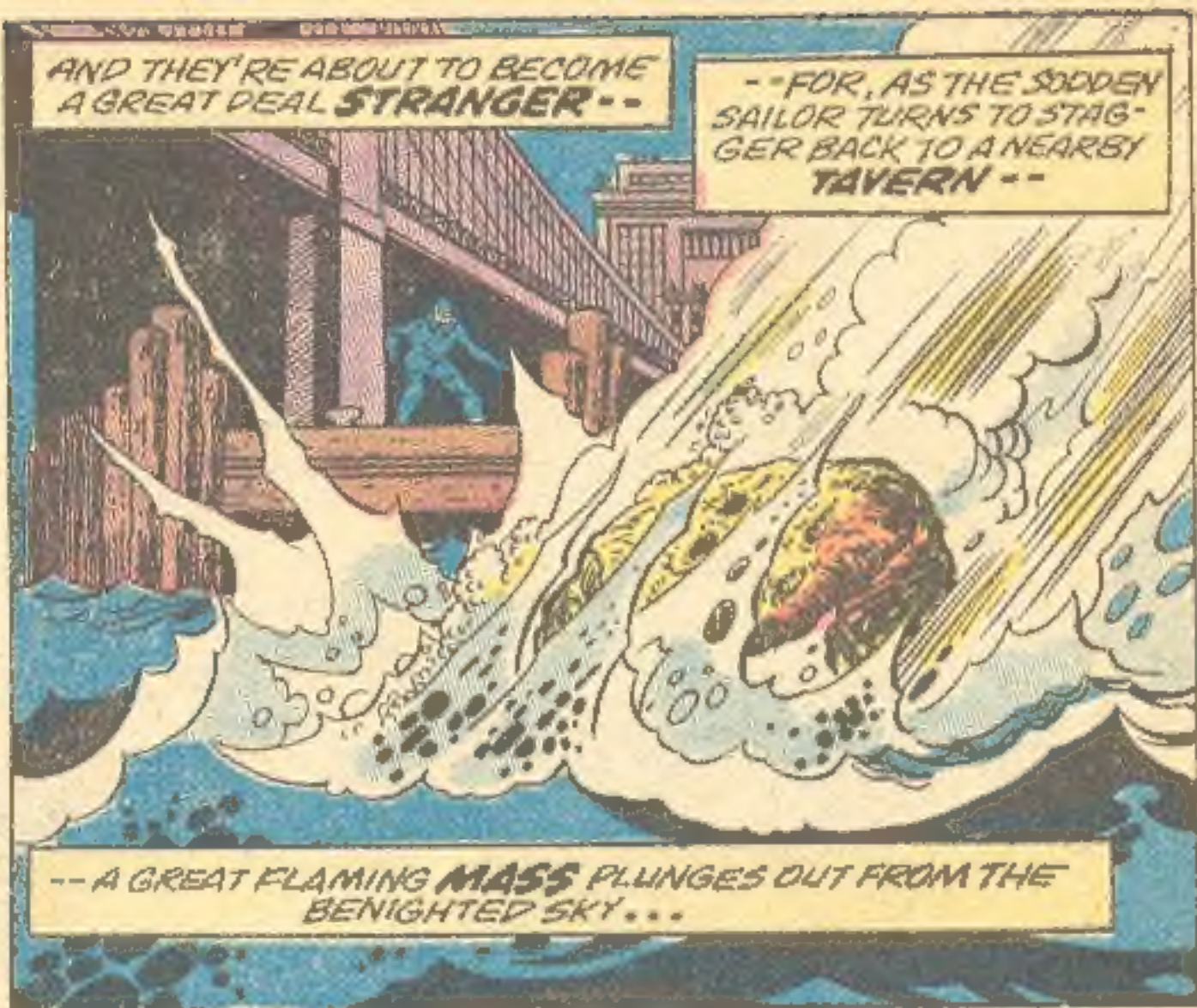
D'YE **KNOW** WHAT I'M **SAYIN'**, LADDY?

LADDY?



GONE--LIKE A
BLOOMIN' WILL
O' THE WISP!

I DUNNO WHY-- BUT THE **STRANGEST**
THINGS KEEP TO HAPPENING ON THIS
BLINKIN' DOCK!



AND THEY'RE ABOUT TO BECOME
A GREAT DEAL **STRANGER**--

--FOR, AS THE SODDEN
SAILOR TURNS TO STAG-
GER BACK TO A NEARBY
TAVERN--

--A GREAT FLAMING **MASS** PLUNGES OUT FROM THE
BENIGHTED SKY...



SAINTS BE
PRAISED--

A BLESSED
FALLIN' STAR,
IT WAS--

FELL INTO THE
RIVER--AN' DISAPPEARED
WITHOUT A **TRACE**--

--FORE I COULD
EVEN MAKE ME A
WISH ON HER!



DISAPPEARED?
PERHAPS,
NATHANIEL--BUT
NOT WITHOUT A
TRACE--

--FOR, EVEN
NOW, THE SPOT
WHERE THE SKY-
STONE SANK
FROM SIGHT
BEGINS TO BUBBLE
AND FROTH--



--UNTIL A SHADOWY HUMANOID FIGURE
ERUPTS FROM THE CHURNING WATERS--

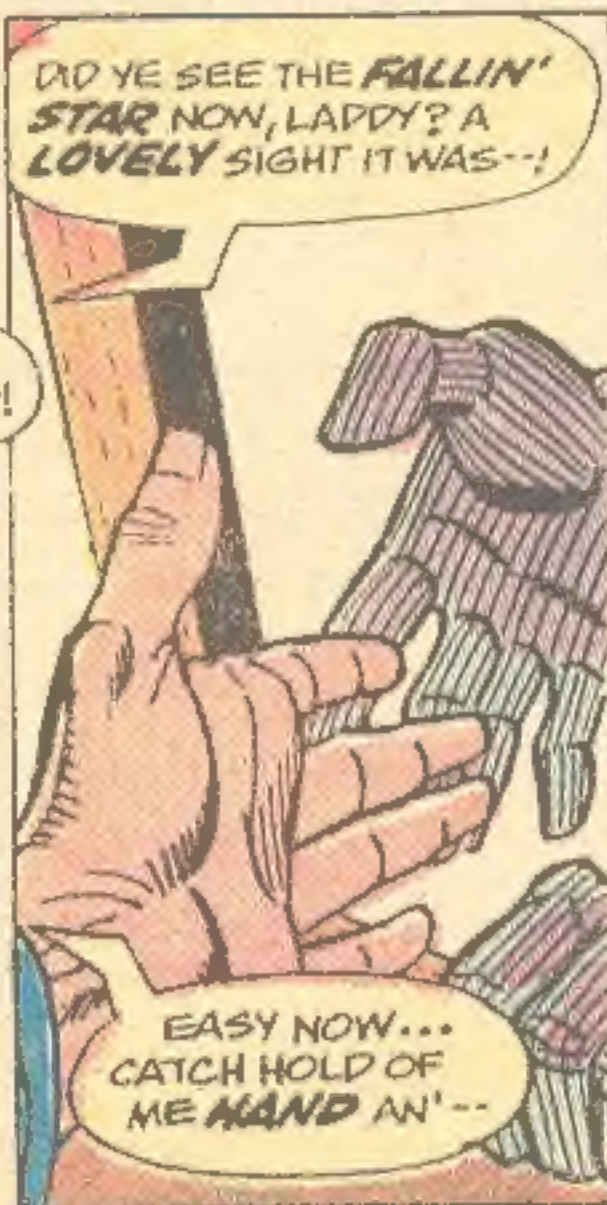


--AND CASTS ITSELF DETERMINEDLY TOWARDS
SHORE...

AH, **THERE** YE ARE,
LADDY-BUCK!

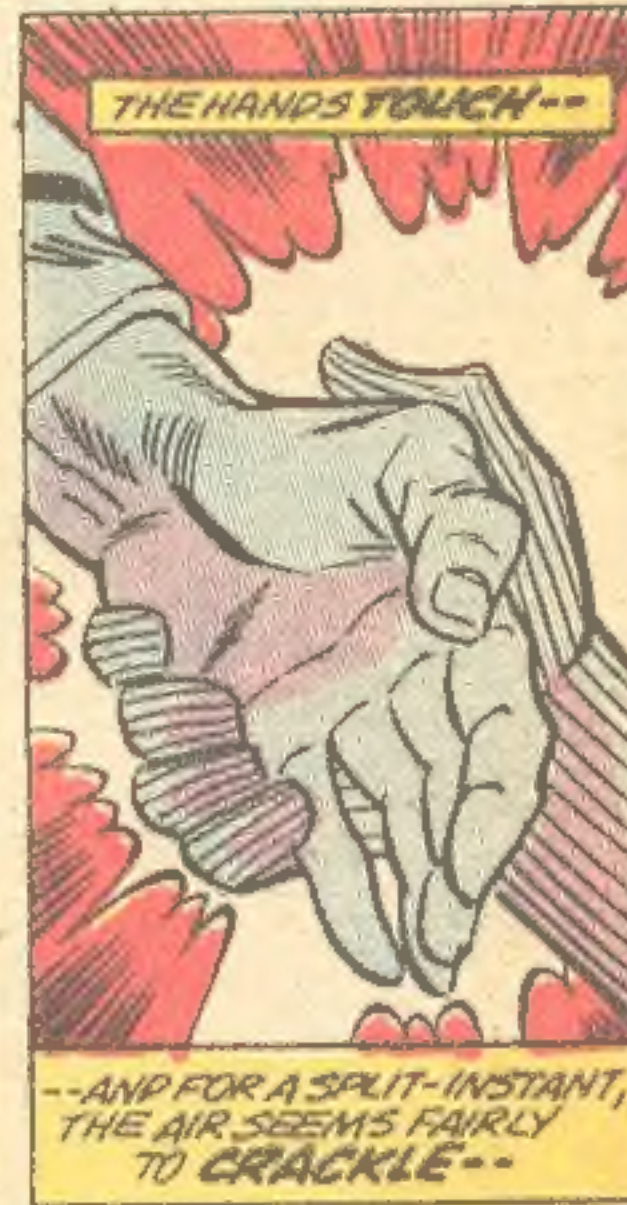
I KNEWED YE
COULDN'T HAVE **RUN**
OUT ON OL' NATHANIEL--!

COME--GIVE ME YER
HAND--AND I'LL FISH
YE OUTTA THE **DRINK**!



DID YE SEE THE **FALLIN'**
STAR NOW, LADDY? A
LOVELY SIGHT IT WAS--!

EASY NOW...
CATCH HOLD OF
ME **HAND** AN'--



THE HANDS TOUCH--

--AND FOR A SPLIT-INSTANT,
THE AIR SEEMS FAIRLY
TO **CRACKLE**--

--AND AN OLD TAR NAMED **NATHANIEL** SUDDENLY FINDS HIMSELF INFINITELY **STIFFER** THAN EVER HE'D BEEN BEFORE--

--WHICH, TO THOSE WELL-VERSED IN SUCH MATTERS, CAN INDICATE ONLY **ONE THING**--

--THE **GRAY GARGOYLE** IS BACK IN TOWN!

HAHAHAHA

WHILE, A FEW BLOCKS FURTHER **UPTOWN**...

MAYBE THE SAILOR WAS **RIGHT**--

--MOPING AROUND FEELING **SORRY** FOR MYSELF ISN'T GOING TO ACCOMPLISH **ANYTHING**!

I NEED TO **STRETCH MY LIMBS**--GET SOME **EXERCISE**--

--AND IF THE ONLY WAY I CAN DO IT **EFFECTIVELY** IS AS **SPIDER-MAN**--

--THAT'S THE WAY IT WILL HAVE TO **BE**!

SEEMS I'M JUST NOT DESTINED TO **ESCAPE** THAT **FACT**!

STINKING **ARACHNID**! IF IT WASN'T FOR THE RADIO-ACTIVE **VENOM** OF ONE OF YOUR KIND COURSEING THRU MY **VEINS**--

--MY LIFE WOULDN'T **BE** IN THIS LOUSY **MESS**! I OUGHT TO --

AHHH --C'MON, PARKER!

THAT LITTLE CREATURE IS A LOT LESS RESPONSIBLE FOR **ITS** ACTIONS THAN **YOU** ARE FOR **YOURS**!

IF YOU WANT TO TAKE OUT YOUR **MEAN** ON SOMEONE --FIND SOMEONE WHO **DESERVES** IT--

--AND IN A CITY WHERE A **MAJOR CRIME** OCCURS ON THE AVERAGE OF EVERY **SEVEN SECONDS**--

--THAT SHOULDN'T BE TOO **TERRIBLY HARD**!

C'MON, SPIDER-SENSE--
BE **GOOD** TO ME. PICK UP
SOME **UGLY** VIBES...
GIVE ME SOMETHING TO...

HEY-- IT'S
WORKING--
STARTING TO
TINGLE!

JACKPOT! THOSE GUYS IN
THE FUNNY YELLOW SUITS
ARE RUNNING SCARED FROM
SOMETHING--AND IT'S NOT
ME--

--AT
LEAST, NOT
YET!

NO-- NOT HIM!
NOT HIM, TOO!?!



WE RUN **AWAY** FROM ONE COSTUMED
FANATIC -- AND RIGHT **INTO** ANOTHER!



KIND'A GLAD YOU **SAID**
THAT, CHUM--



SOMETHING
NASTY IS
GOING ON DOWN
THERE **SOMEWHERE**--

--AND
IT WON'T
TAKE ME LONG
TO FIND OUT
WHAT!

-- I'M JUST THE
GUY TO **GIVE** YOU
ONE!

IN OTHER WORDS, PUNK -- YOU
SHOULD **NEVER** SHOOT AT A
SPIDER-MAN!



LOOKS LIKE YOUR PAL DOESN'T **SHARE** YOUR ENTHUSIASM FOR A FRIENDLY TÊTE-A-TÊTE!

HE'S LAMMING OUT OF HERE LIKE HIS PUDGY **FEET** WERE ON FIRE!



HEY, HOT-SHOT-- YOU **FORGOT** SOMETHING!



WOULDN'T WANT TO GO LEAVING THIS **TRASH** AROUND TO CLUTTER UP THE **STREET** NOW, WOULD WE?



THERE! THAT SHOULD HOLD YOU NEATLY TILL THE **COPS** SHOW --

-- OR THE **GARBAGE TRUCK** COMES 'ROUND IN THE MORNING!



I'D STICK AROUND TO **CHAT**--

-- BUT I'VE GOT MORE **IMPORTANT** THINGS TO DO RIGHT NOW!



-- LIKE FINDING OUT WHAT YOU WERE **RUNNING** FROM WHEN YOU BUMPED INTO LITTLE OL' ME!





THIS ISN'T WORKING
OUT QUITE RIGHT!

GONE A BLOCK-
AND-A-HALF IN THE
DIRECTION THEY WERE
RUNNING FROM --
AND THE OL' SPIDEY-
SENSE HAS PICKED UP
ZERO!

IF I DON'T
ZONE IN ON
SOMETHING
SOON, I'M GONNA--



WAIT A MINNIT!
IT'S TINGLE-TIME!

IF MY SPIDER-
SENSE ISN'T PULLING
MY LEG, THE BUILDING
RIGHT BELOW ME
IS THE PLACE!



YEP--THIS IS THE
PLACE, ALL RIGHT!

SKRASH!



DON'T REALLY
KNOW WHAT'S
COMING DOWN
HERE--

-- BUT I DO RECOGNIZE
THAT STAR-SPANGLED FRISBEE--



-- AND 'THO I'VE NEVER
EXACTLY BEEN THE SORT
OF GUY TO BUTT IN
ON OTHER PEOPLE'S
PRIVATE BATTLES--

-- I'VE GOT
ME A SUPER-
SIZED MAD
ON TONIGHT--

-- AND I'VE GOTTA
DO SOMETHING TO
WORK IT OUT OF MY
SYSTEM!



SO LOOK OUT,
WORLD--

-- SPIDER-MAN'S
GOING WHERE THE
ACTION IS --

CONTINUED AFTER NEXT PAGE





HOPE YOU DON'T MIND THE **COMPANY**, SHIELD-SLINGER--

--BUT I JUST HAPPENED TO BE IN THE **NEIGHBORHOOD** AND --

SPAT!

YES, **WEB-SLINGER**--I **KNOW**--

THANKS!



AND--ER--**ACTIVE** MOMENTS LATER...

I DOUBT IF ANY OF **THEM** WILL BE **MOVING** FOR A **WHILE!**

A **WHILE?** I DOUBT IF THEY'LL BE **MOVING** FOR **WEEKS!**



THEN I SUPPOSE WE CAN'T LEAVE THEM **LYING** THERE, CAN WE?

AMERICA TO **SHIELD**--

--GOT A **MOP-UP** JOB DOWN HERE FOR YOUR **BOYS**, **FURY!**



THEY AIN'T **BOYS**, **WING-HEAD**--THEY'RE **MEN**--

--AN' DON'T YOU **FORGET** IT!

I'LL SEND A FEW RIGHT **DOWN**--BUT WE NEED YOU **UP** HERE!

I'M **WAITING**, **NICK.**



GEE, YOUR OWN **PERSONAL CLEAN-UP SQUAD!**

DO THEY **STACK** THE **BODIES** **NEATLY**--**HEAD-TO-TOE?**

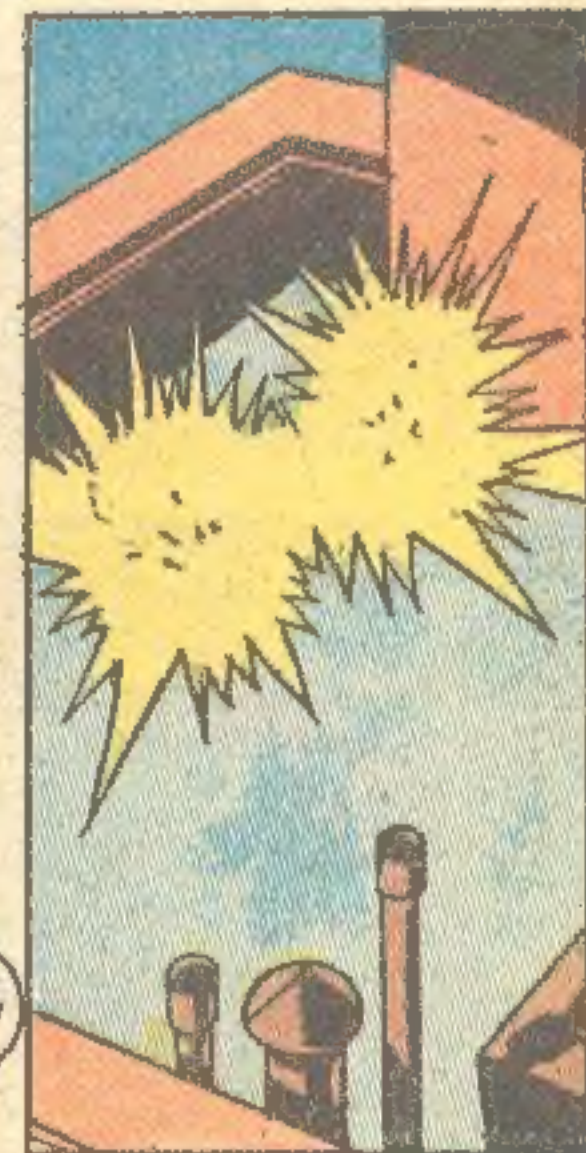
THAT'S NOT **FUNNY**, **WALL CRAWLER!**

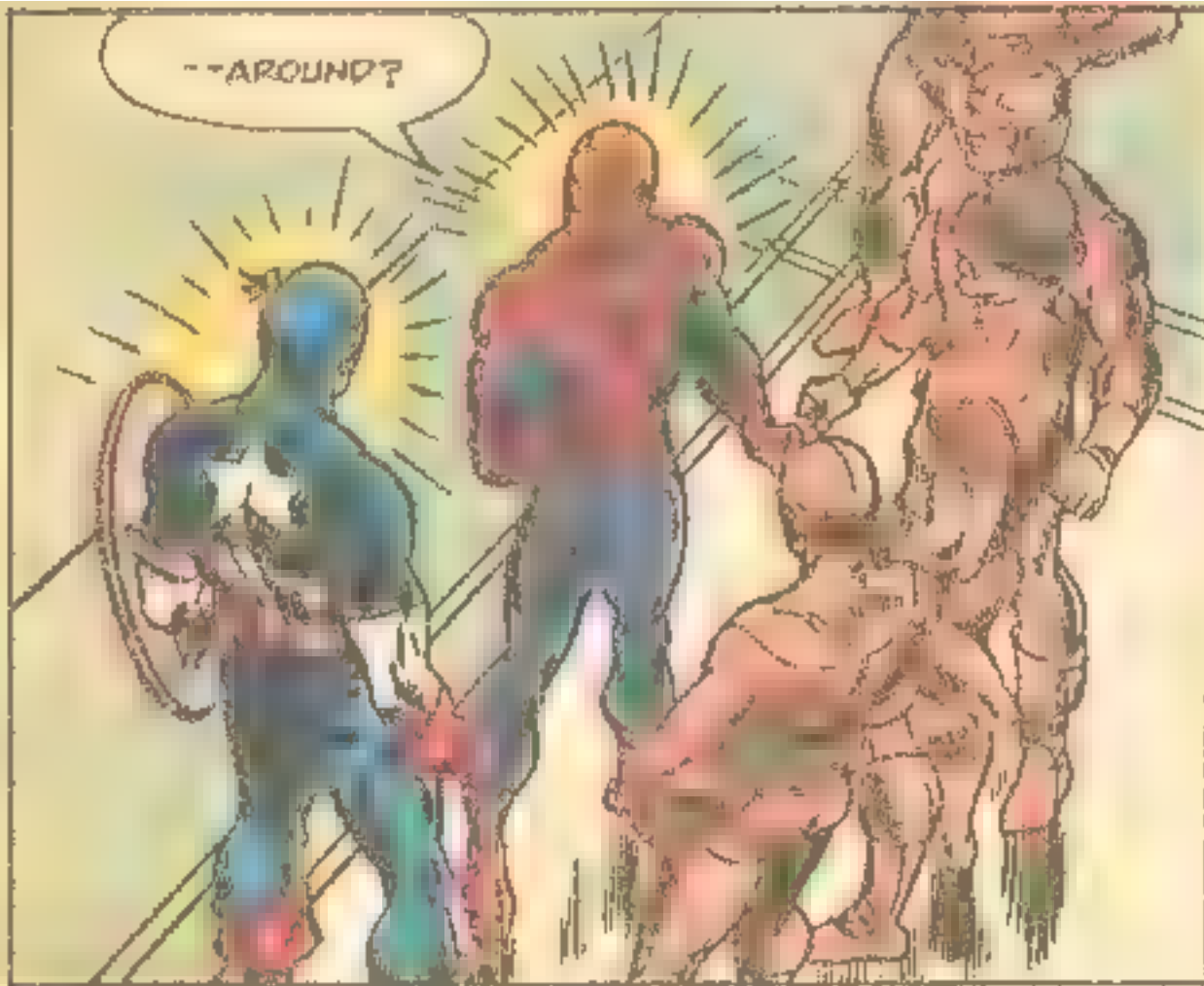
GOOD, **BAD**, OR **INDIFFERENT**--THOSE WERE **HUMAN BEINGS** WE ALMOST **CRIPPLED** BACK THERE!



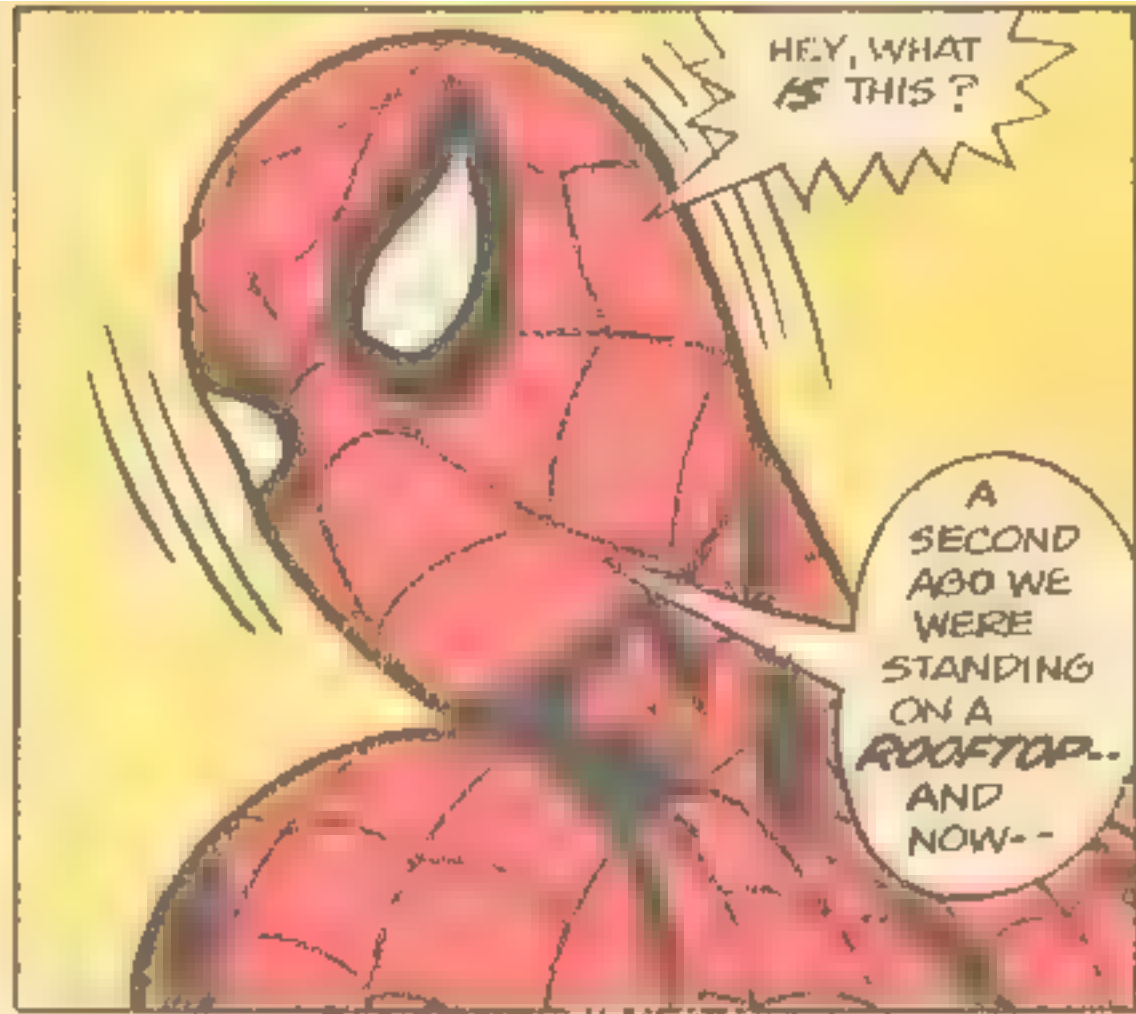
REALLY? YOU COULD HAVE **FOOLED** ME!

WELL, NO **SENSE** IN **ARGUING**, **HERO!** I GUESS I'LL **SEE** YOU --



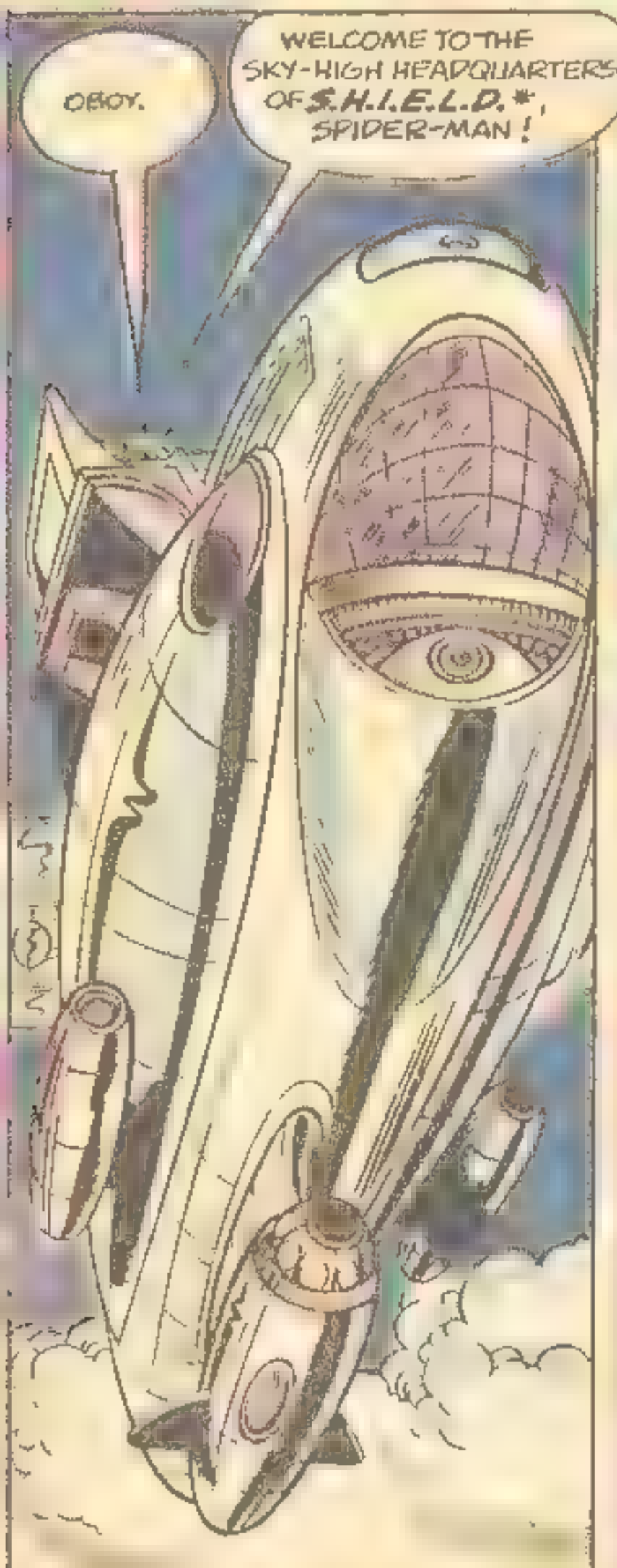


--AROUND?



HEY, WHAT IS THIS?

A SECOND AGO WE WERE STANDING ON A ROOFTOP... AND NOW--



OBOY.

WELCOME TO THE SKY-HIGH HEADQUARTERS OF S.H.I.E.L.D., SPIDER-MAN!

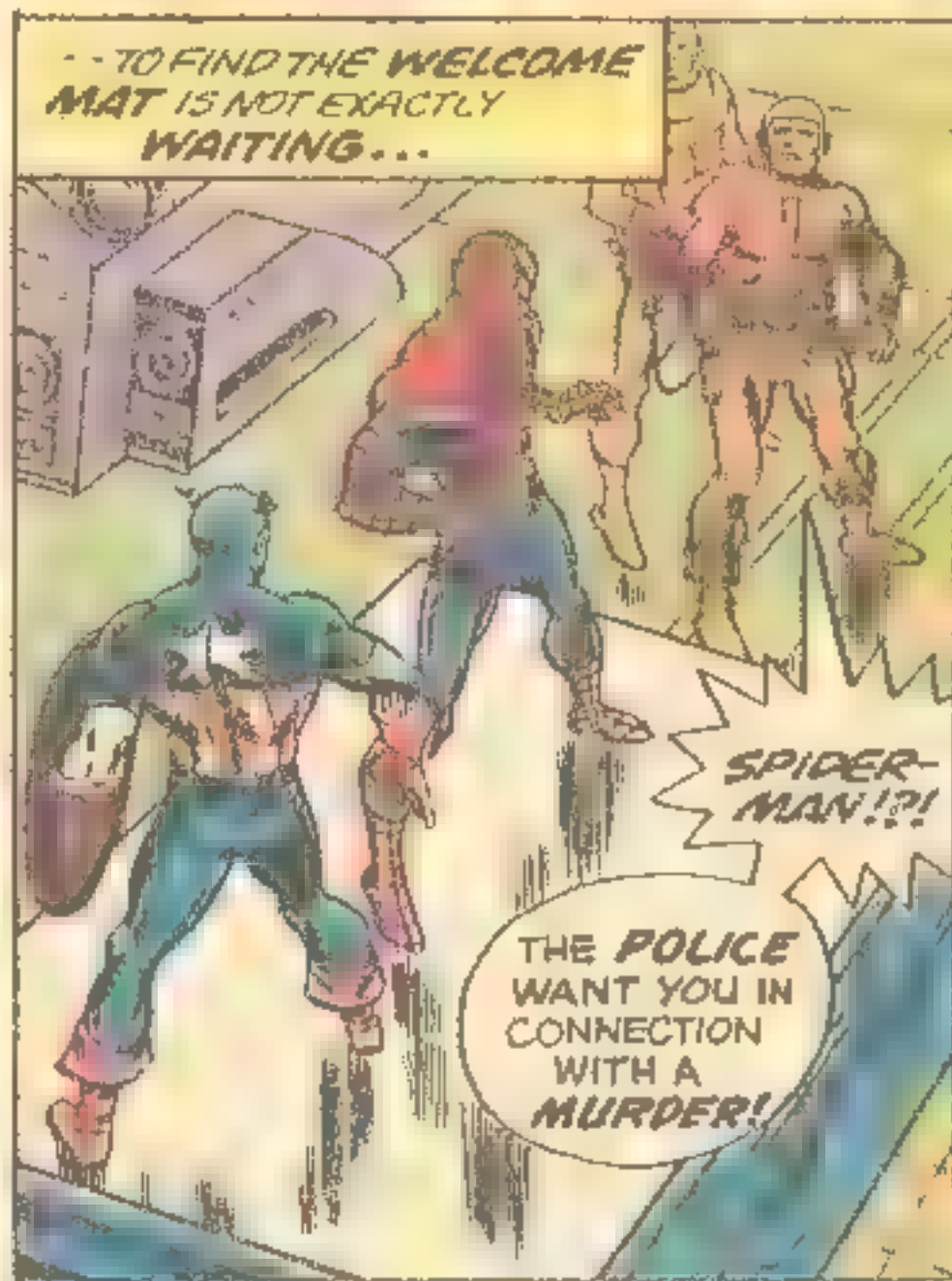


OKAY, ACE-- YA CAN LOWER AWAY!

TH' BOSS IS **EXPECTIN'** THESE DUDES--!

WELL, **ONE** OF 'EM, ANYWAY!

THE MOTOR'S HUM IS ALMOST IMPERCEPTIBLE AS SPIDER-MAN AND HIS STAR-SPANGLED COMPANION DESCEND INTO ONE OF THE MOST AMAZING MECHANISMS EVER DEvised BY MAN--

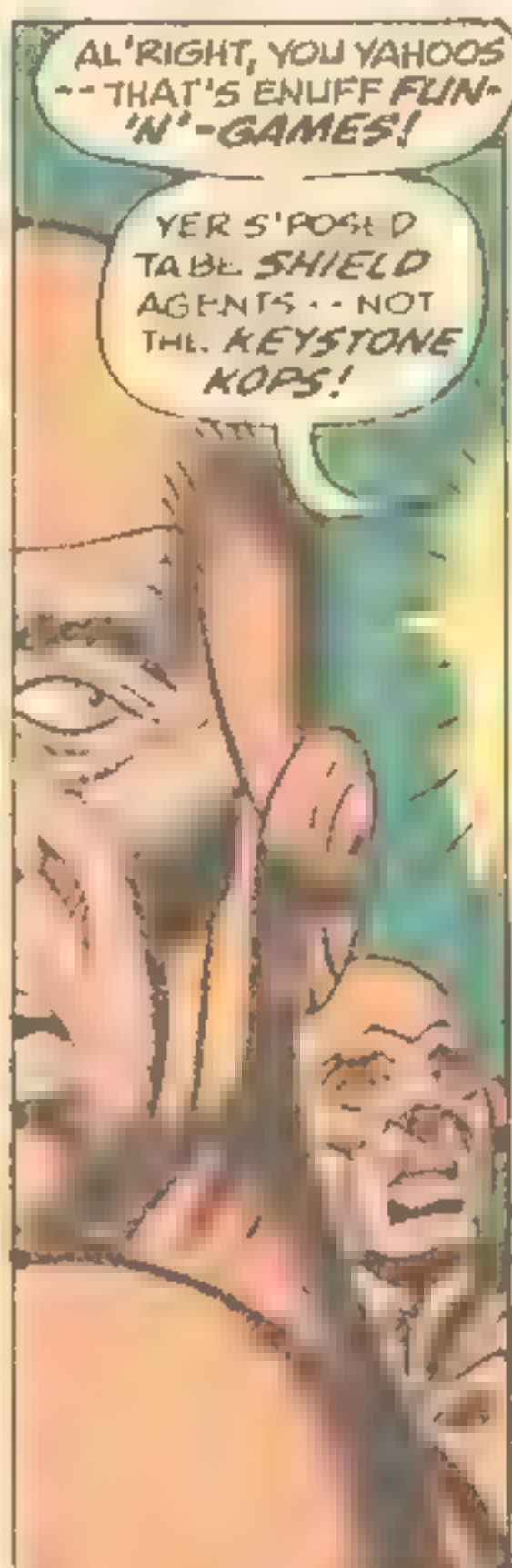


--TO FIND THE WELCOME MAT IS NOT EXACTLY WAITING...

SPIDER-MAN!?!

THE POLICE WANT YOU IN CONNECTION WITH A MURDER!

*THAT'S SUPREME HEADQUARTERS, INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION FOR THOSE OF YOU STILL LIVING IN THE ICE AGE OUT THERE--ROY.





EASY, FURY -- I'VE GOT NO QUARREL WITH YOU!

I JUST DON'T LIKE BEING PUSHED INTO CORNERS!

ARMOR Y
ACCEPTED,
WEB-
SLINGER

NOW CAP AN' ME
ARE ON NA
PALAVER--

--AN' IF YA CAN KEEP
THAT **CHIP** OFF YER
SHOULDER FER A
MINUTE, I WOULDN'T
MIND HAVIN' YA
ALONG!



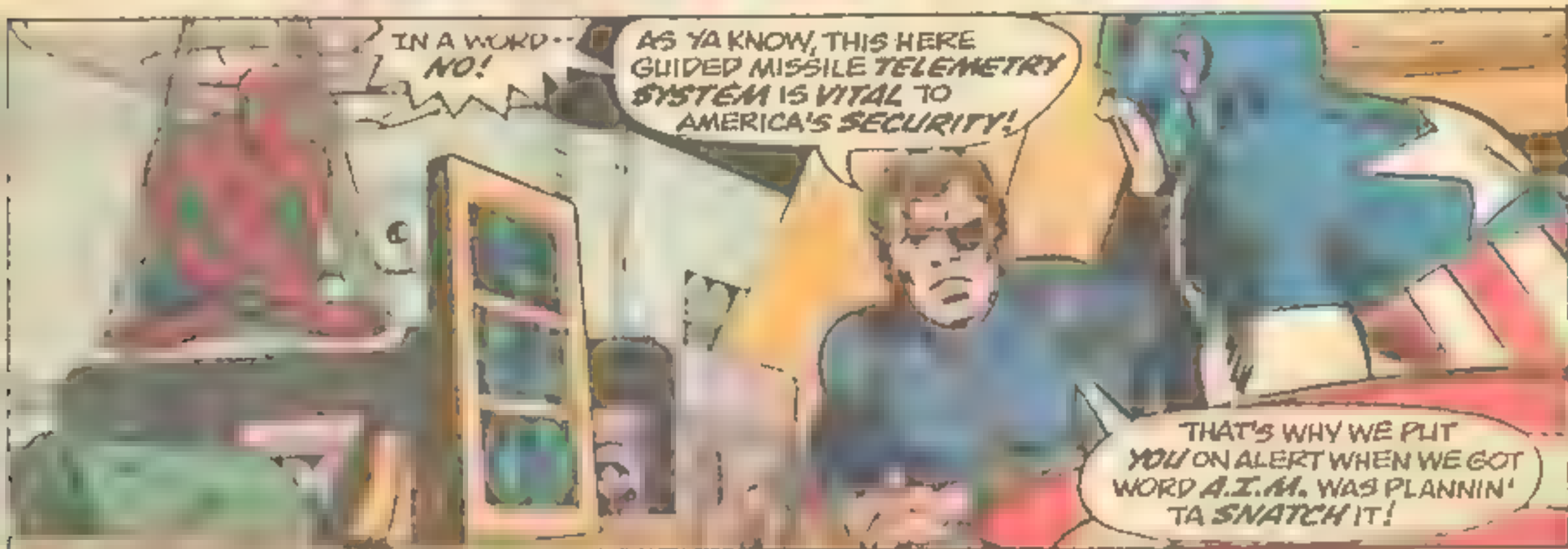
JUST FIND
YERSELF A PLACE
TA SET, WALL-
CRAWLER--

--AN' WE
CAN GET DOWN
TA **BUSINESS!**

WHAT SORT
OF "**BUSINESS**,"
NICK?

SPIDER MAN
AND I STOPPED A.I.M.'S
OPERATION COLD...

...DIDN'T
WE?



IN A WORD--
NO!

AS YA KNOW, THIS HERE
GUIDED MISSILE **TELEMETRY**
SYSTEM IS VITAL TO
AMERICA'S SECURITY!

THAT'S WHY WE PUT
YOU ON ALERT WHEN WE GOT
WORD A.I.M. WAS PLANNIN'
TA **SNATCH** IT!



TROUBLE IS--THERE'S
THREE'A THEM GIZMOS--

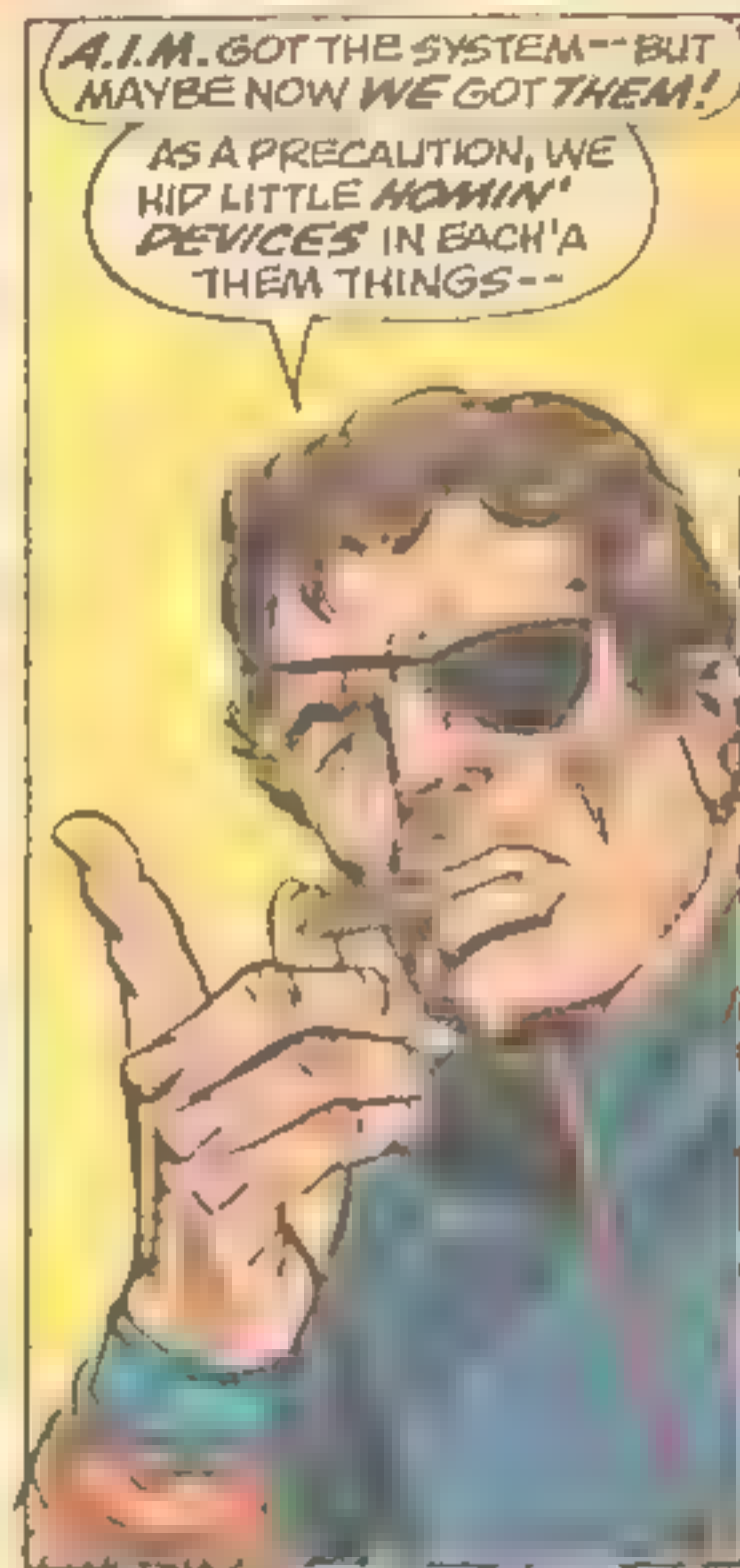
--AN' ONLY
ONE
CAPTAIN
AMERICA!



WHILE YOU WAS SAVIN' **ONE** OF
'EM, A.I.M. WAS LAUNCHIN'
SIMULTANEOUS ATTACKS
TO GRAB THE **OTHER TWO!**

SOME'A MY BOYS
PROTECTED THE ONE
AT CAPE KENNEDY--

--BUT WE
FLEW IT
IN THE
MID-WEST!



A.I.M. GOT THE SYSTEM--BUT
MAYBE NOW WE GOT THEM!

AS A PRECAUTION, WE
HID LITTLE **HOMIN'**
DEVICES IN EACH'A
THEM THINGS--



--AN' THE SYSTEM
A I M SW P E D I S
H E A L N S I A N T
F O R N E W Y O R K--

--QUEENS, TA
B E E A K T!

WHICH IS WHERE I
C O M E I N, R I G H T?



YOU GUESSED
IT C A N

WE GOT THE G I M C S
L O C A T I O N P I N - P O I N T E D
--AN IF YOU A N ' T E A T H -
S W I N D E R A R E R E A D Y,
WE C A N

W A I T A M I N N I T!
W H A T ' S
"Y E A N
T H E W E E -
S E N E R ' I A Z Z ?

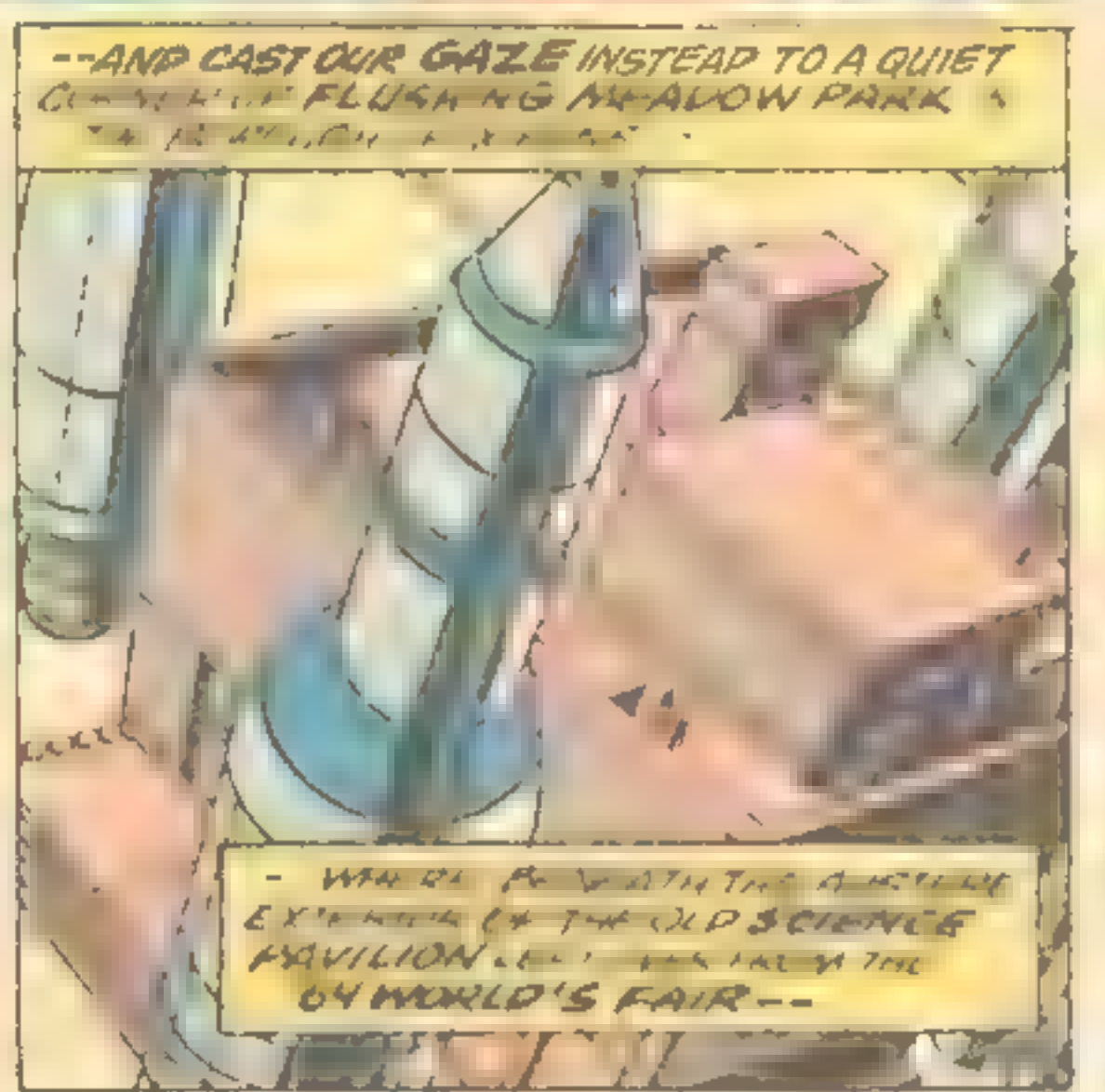
I
D O N ' T
P L A N M A I N
V O L U N T E E R I N G
F O R
A N Y T H I N



S O R R Y. I J E S T S O R T A F I G U R E D
Y A D H I N T E R E S T E D I N
P R O T E C T I N ' Y O U N A T I O N S
S E C U R I T Y--

'C O U R S E--
I F Y E R T Y
C H I C K E N--!

L E T U S A V O I D . . . I T U R N A W A Y F R O M
S I T U A T I O N S S A F E--



--AND CAST OUR GAZE INSTEAD TO A QUIET
C O R N E R O F F L U S H I N G M E A D O W P A R K
T H A T I S A L I G H T F R O M A S

- W H E R E A S W I T H T H E A M E R I C A N
E X T E N S I O N O F T H E O L D S C I E N C E
P A V I L I O N . . . I T I S F R O M T H E
6 4 W O R L D ' S F A I R--

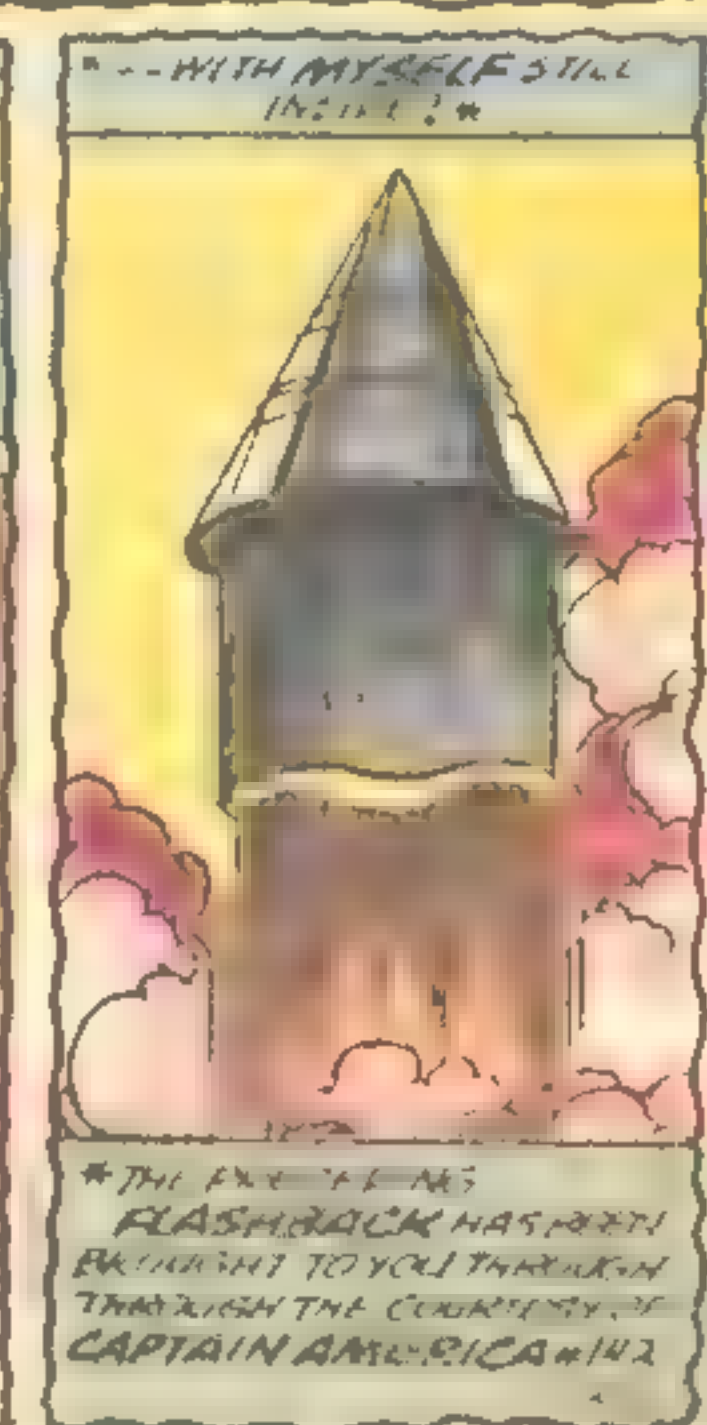
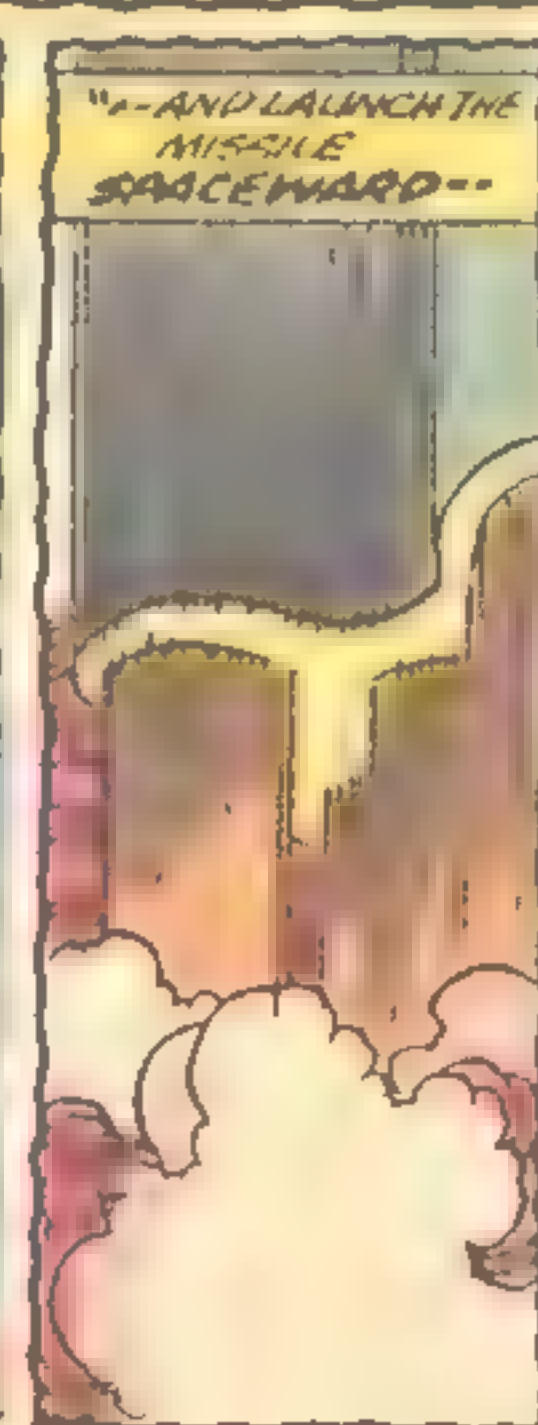
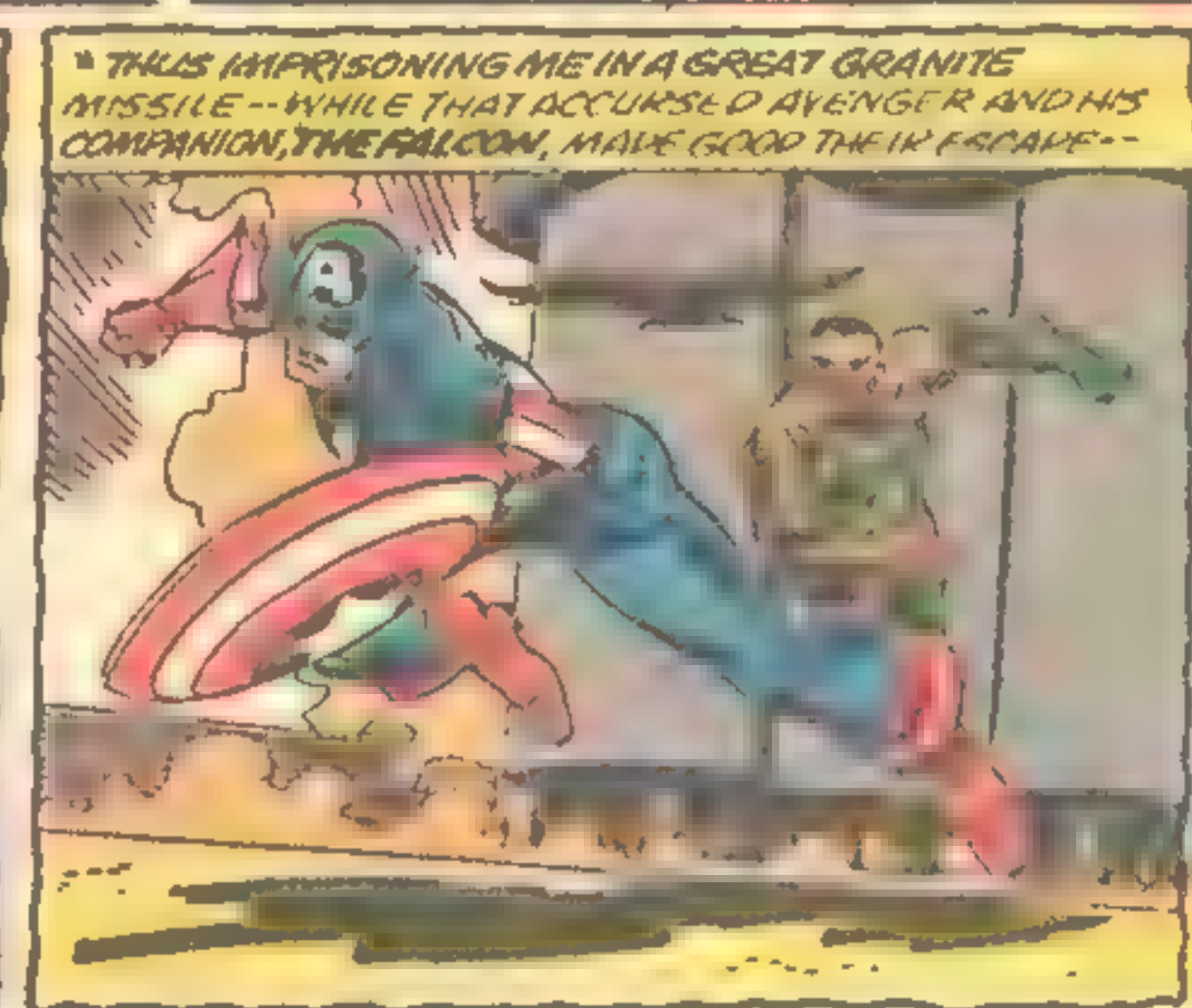
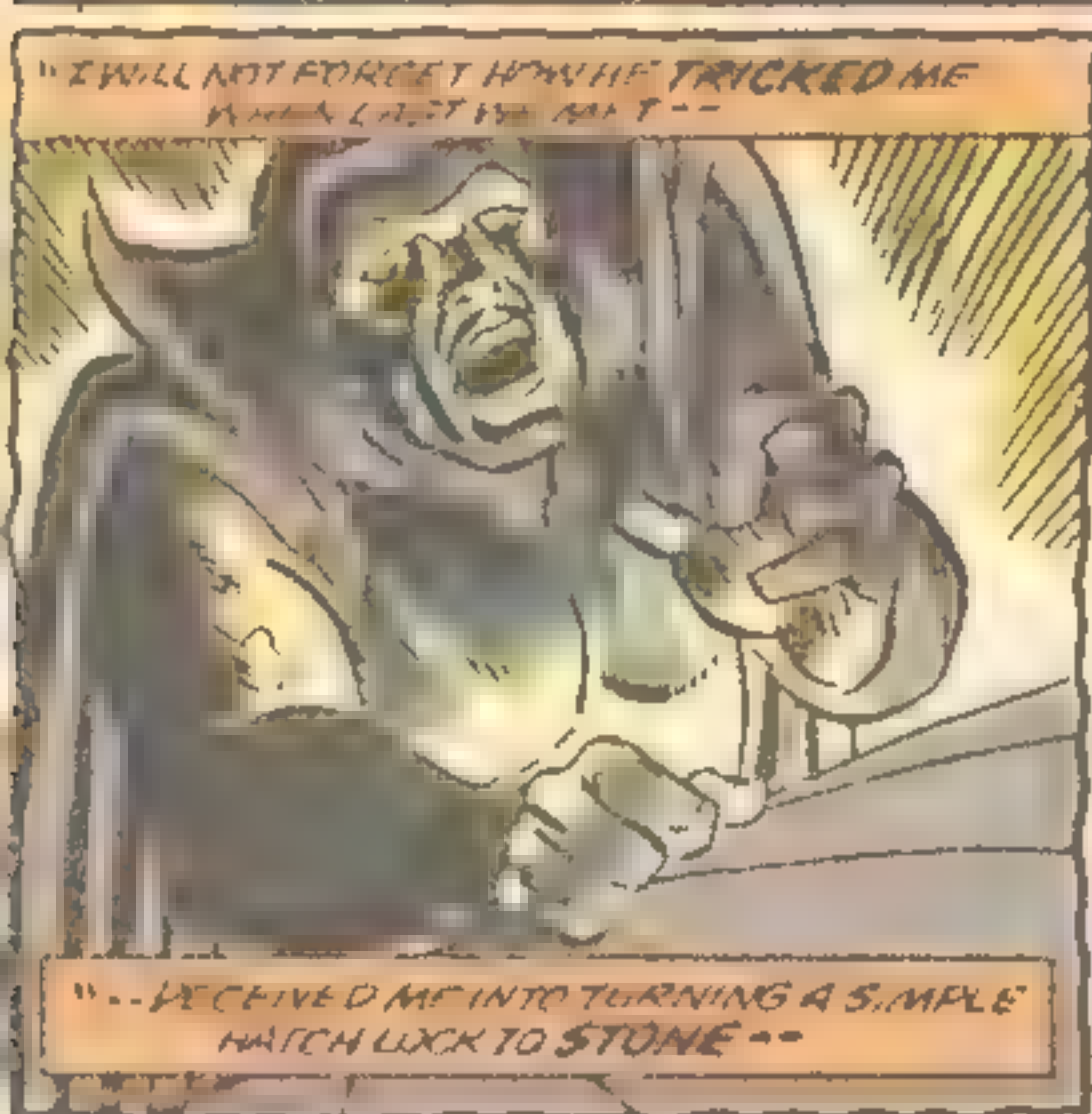


- L E T U S A V O I D . . . I T U R N A W A Y F R O M
S I T U A T I O N S S A F E--

- W H E R E A S W I T H T H E A M E R I C A N
E X T E N S I O N O F T H E O L D S C I E N C E
P A V I L I O N . . . I T I S F R O M T H E
6 4 W O R L D ' S F A I R--

...GEEV
C O M M E N T!

W H E R E A S W I T H T H E A M E R I C A N
E X T E N S I O N O F T H E O L D S C I E N C E
P A V I L I O N . . . I T I S F R O M T H E
6 4 W O R L D ' S F A I R--



THE FOOLS THOUGHT THEMSELVES
RID OF ME FOREVER --

--BUT THEY'D RECKONED
WITHOUT MY SCIENTIFIC
GENIUS --

--RECKONED
WITHOUT MY
ABILITY TO
ALTER THE
ORBITING MISSILE'S
CIRCUITS -- TO
CREATE A CRUDE
RADIO
TRANSMITTER --

-A TRANSMITTER I
UTILIZED TO CONTACT
YOUR **SUPERIORS** --

--AND THUS ARRANGE
THE BUSINESS DEAL THAT
HAS LED TO MY **RETURN!**

"IT WAS A SIMPLE MATTER FOR A.I.M.'S
SUPER-WEAPONRY TO BLAST MY ORBITING
PRISON FROM THE SKY --

"--AT PRECISELY THE CORRECT ANGLE TO
RETURN ME TO NEW YORK --

"--ENCASED IN A PROTECTIVE
SHELL OF STONE!

NOW, WITHIN MERE
HOURS, IT SHALL BE
THE **GREY GARGOYLE**
AND A.I.M. WHO WILL
CONTROL THOSE
JEALOUS SKIES --

--AND THE
MISERABLE
PLANET
WHIRLING
BELOW!

THE **GREY GARGOYLE**
AND A.I.M. WHO WILL
RULE **SUPREME!**

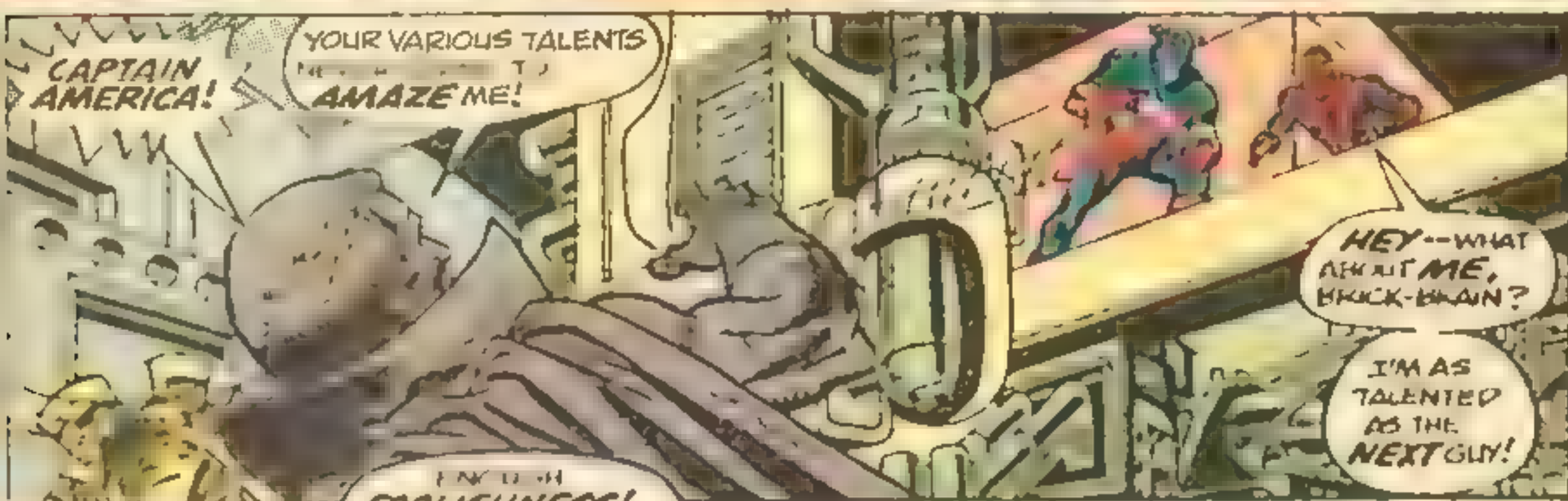


SKRASHH!

YOU WOULDN'T WANT
TO **BET** ON THAT -

--WOULD
YOU BE **LUCKY**?

WHA--P



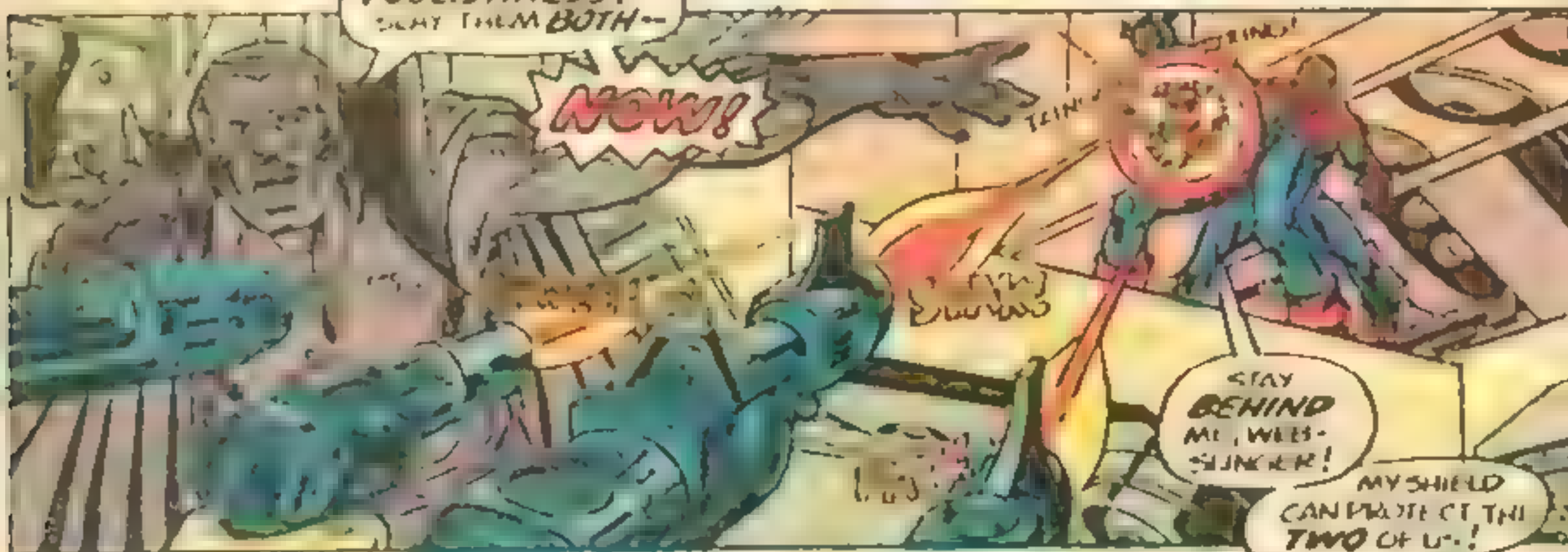
**CAPTAIN
AMERICA!**

YOUR VARIOUS TALENTS
... TO
AMAZE ME!

**HEY--WHAT
ABOUT ME,
BRICK-BRAIN?**

I'M AS
TALENTED
AS THE
NEXT GUY!

ENOUGH
FOOLISHNESS!
BEAT THEM BOTH--



NOW!

STAY
**BEHIND
ME, WEB-
SLINGER!**

MY SHIELD
CAN PROTECT THE
TWO OF US!



THE FEELER'S
APPRECIATED,
AVIATOR

HIT MA
BIG BOY, NOW--

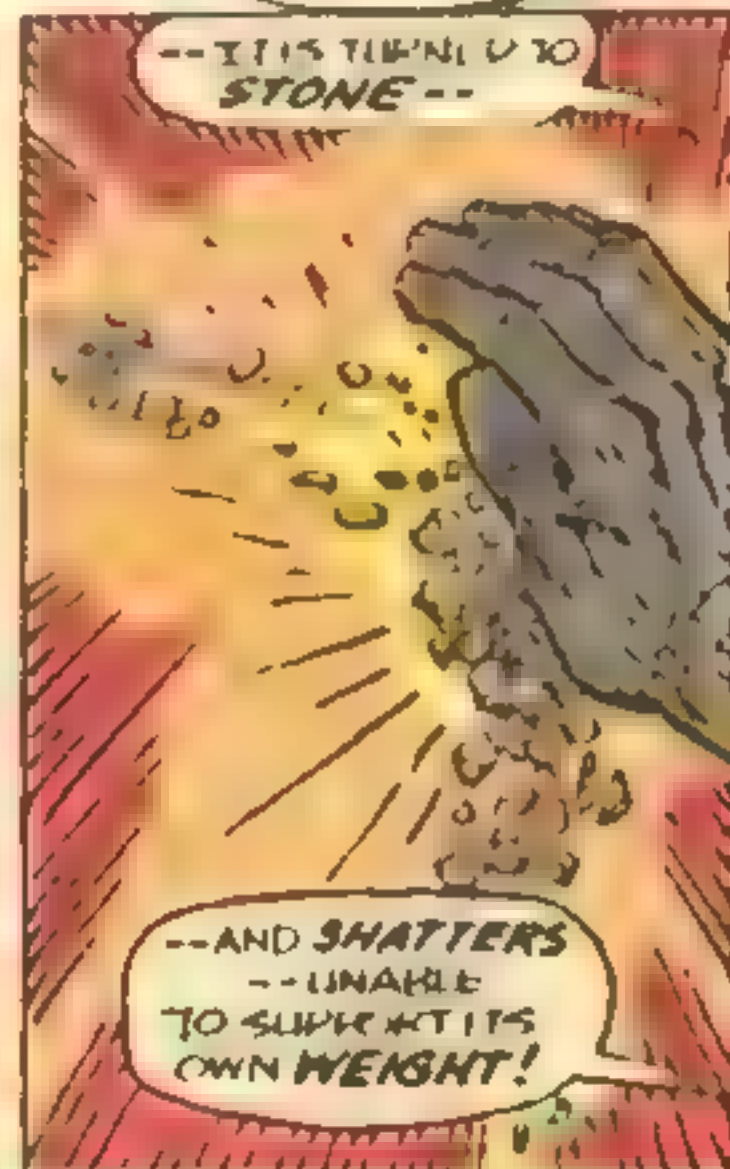
--AND SPIDER-
MAN CAN TAKE CARE
OF **HIMSELF!**



A LITTLE SUPER-STICKY
WEBBING WOULD
HANDLE STONE FACE
THE N--

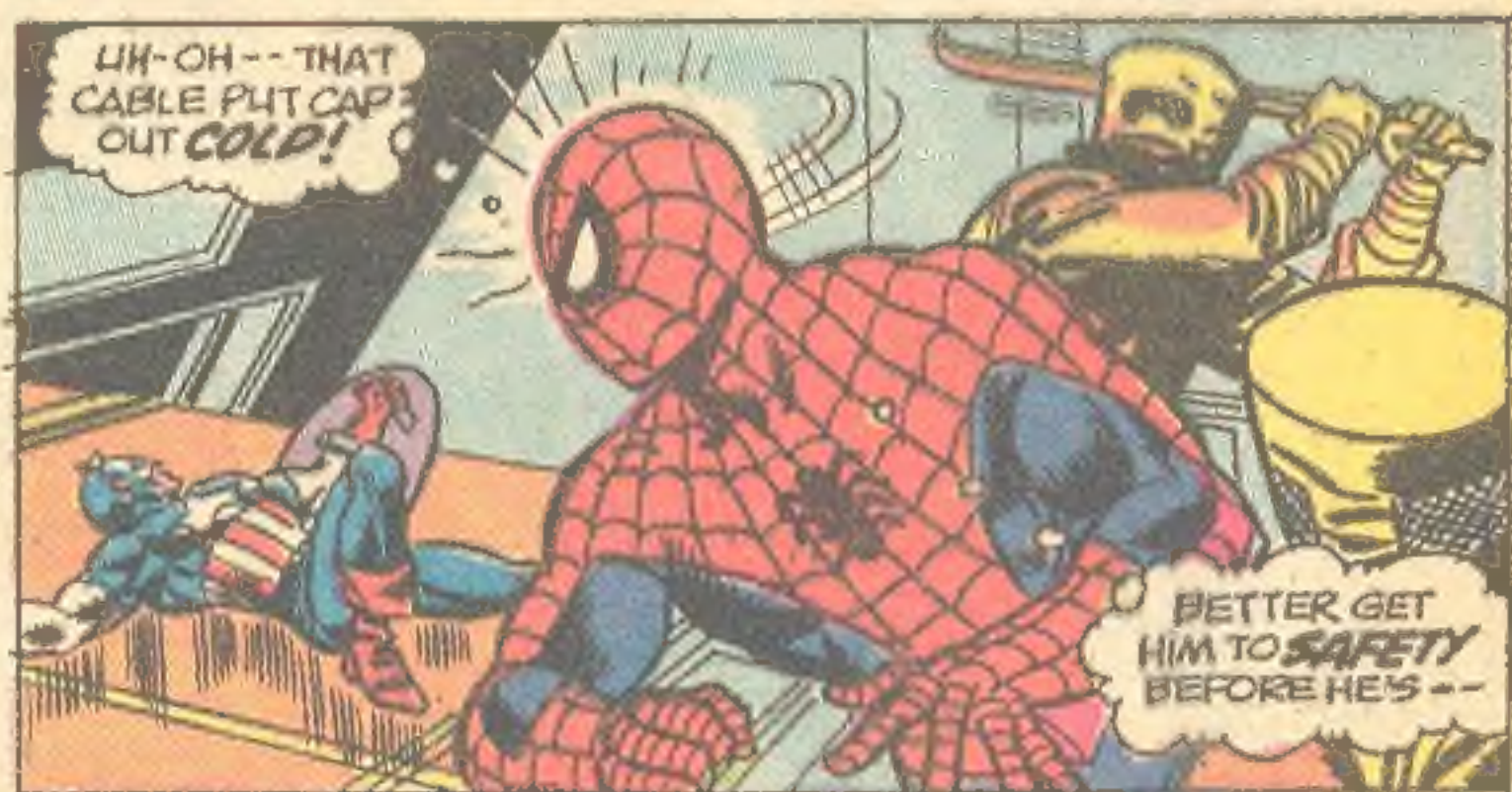
POOF!
YOUR WEAVING
WILL HANDLE
NOTHING--

--WHEN, BY
MERE **TOUCHING**
MY RIGHT HAND--



--IT IS TURNED TO
STONE--

--AND **SHATTERS**
--UNABLE
TO SUPPORT ITS
OWN **WEIGHT!**





--CLOBB--
--UURKK!

TOO DISTRACTED
BY **CAP** TO NOTICE
THAT DUDE SNEAKING
UP **BEHIND ME** --!



UUHHNN-- BRAINS FEEL LIKE
OATMEAL --

-- BUT I CAN'T
STAY **DOWN** --

GOTTA **GET**
UP BEFORE
IT'S --



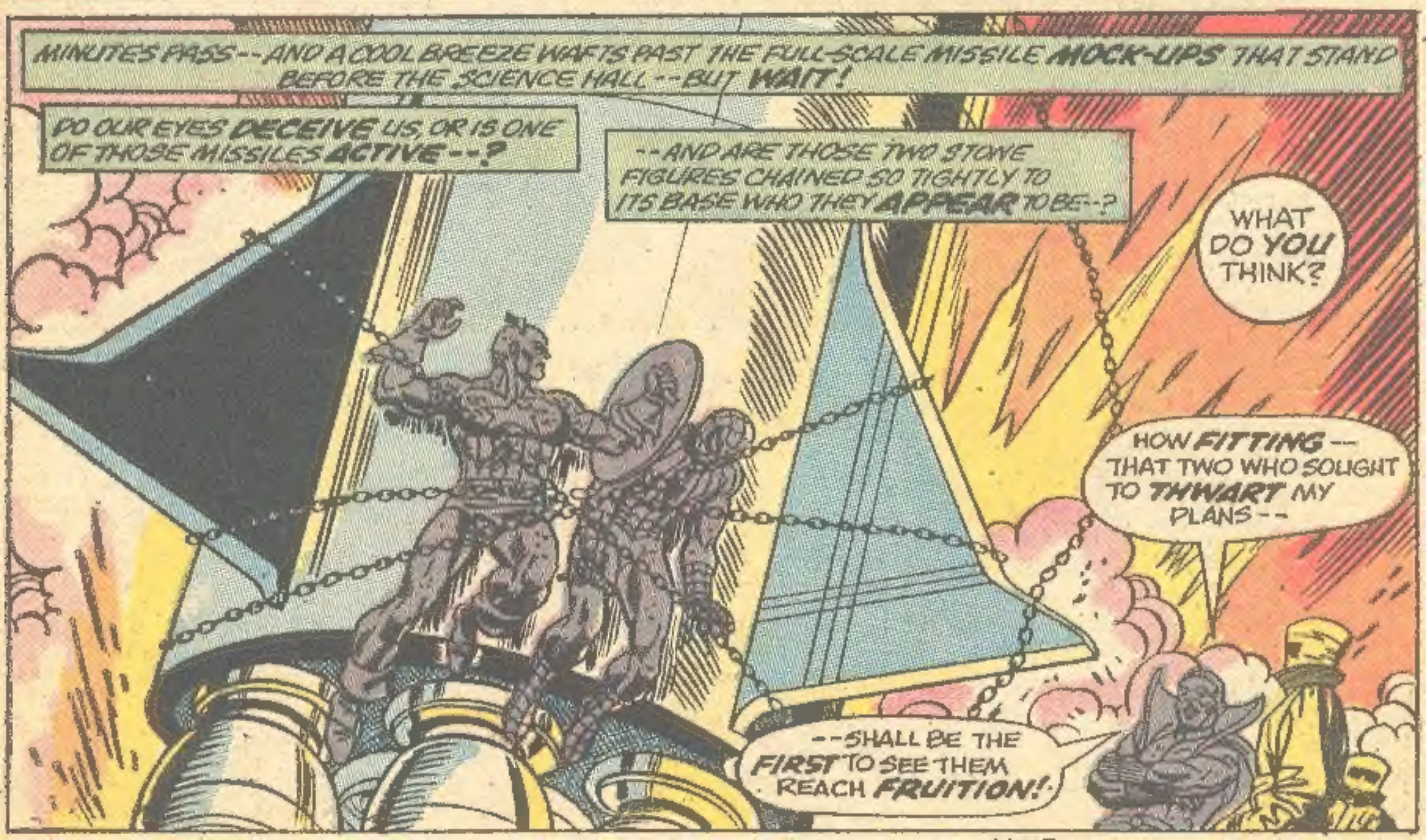
-- **TOO LATE,**
SPIDER-MAN --

-- **MUCH**
TOO
LATE!



THE BATTLE
IS **OVER** --

-- AND THE
GREY
GARGOYLE
IS
TRIUMPHANT
AT LAST!



MINUTES PASS -- AND A COOL BREEZE WAFTS PAST THE FULL-SCALE MISSILE **MOCK-UPS** THAT STAND
BEFORE THE SCIENCE HALL -- BUT **WAIT!**

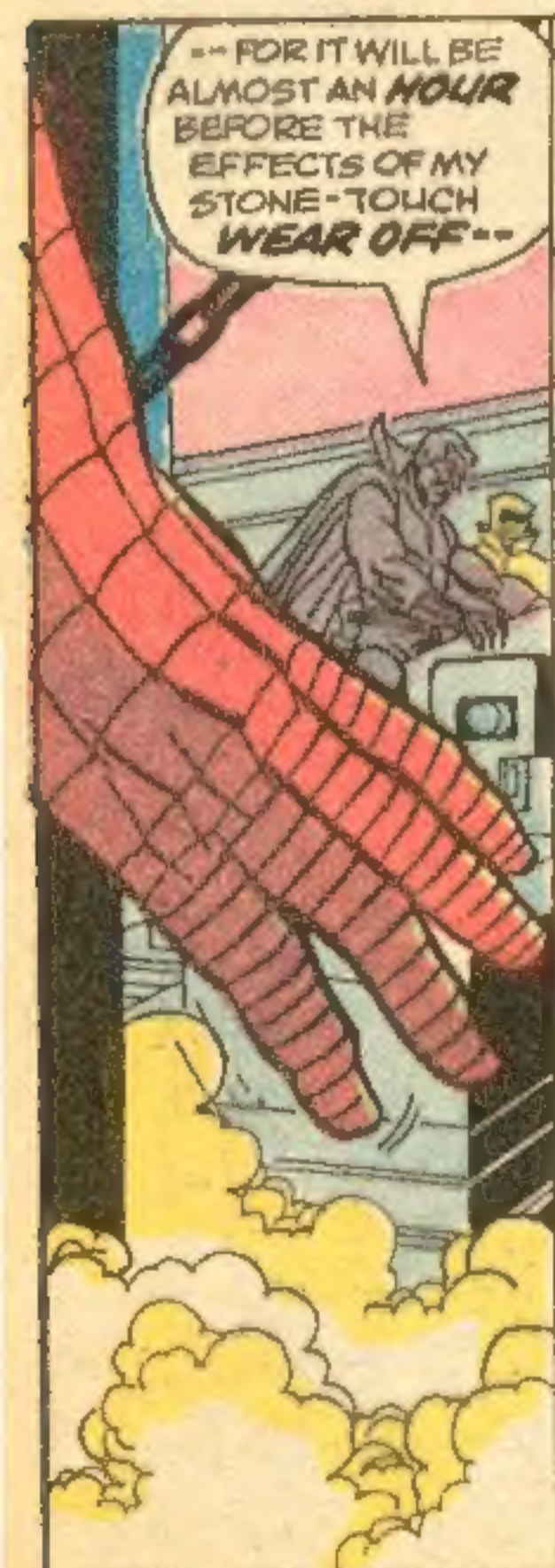
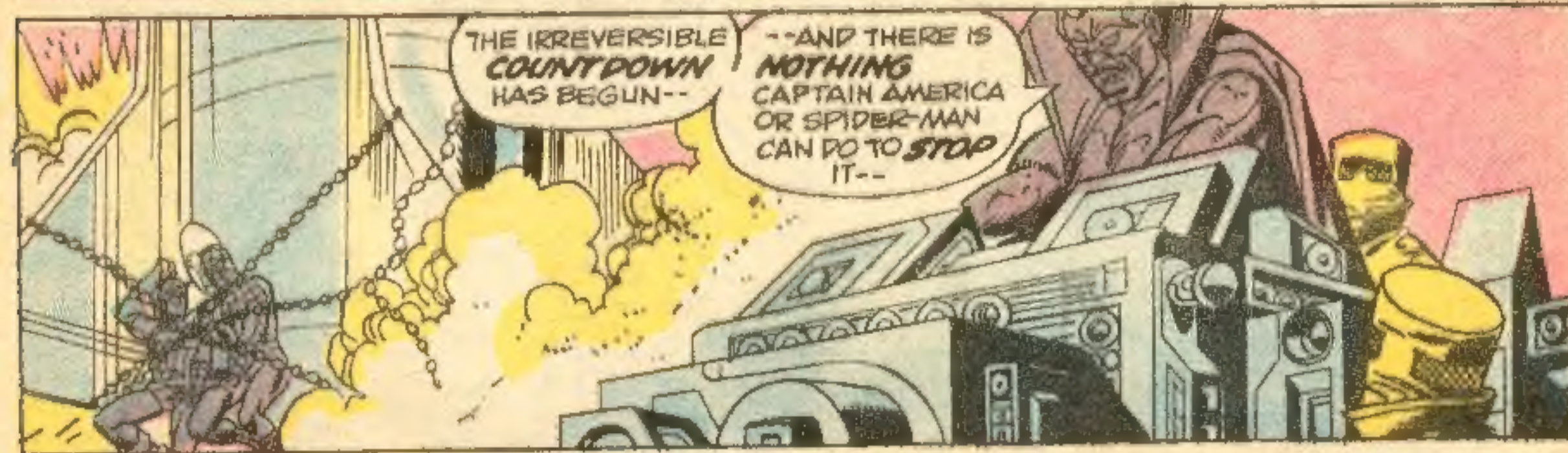
DO OUR EYES **DECEIVE** US, OR IS ONE
OF THOSE MISSILES **ACTIVE** --?

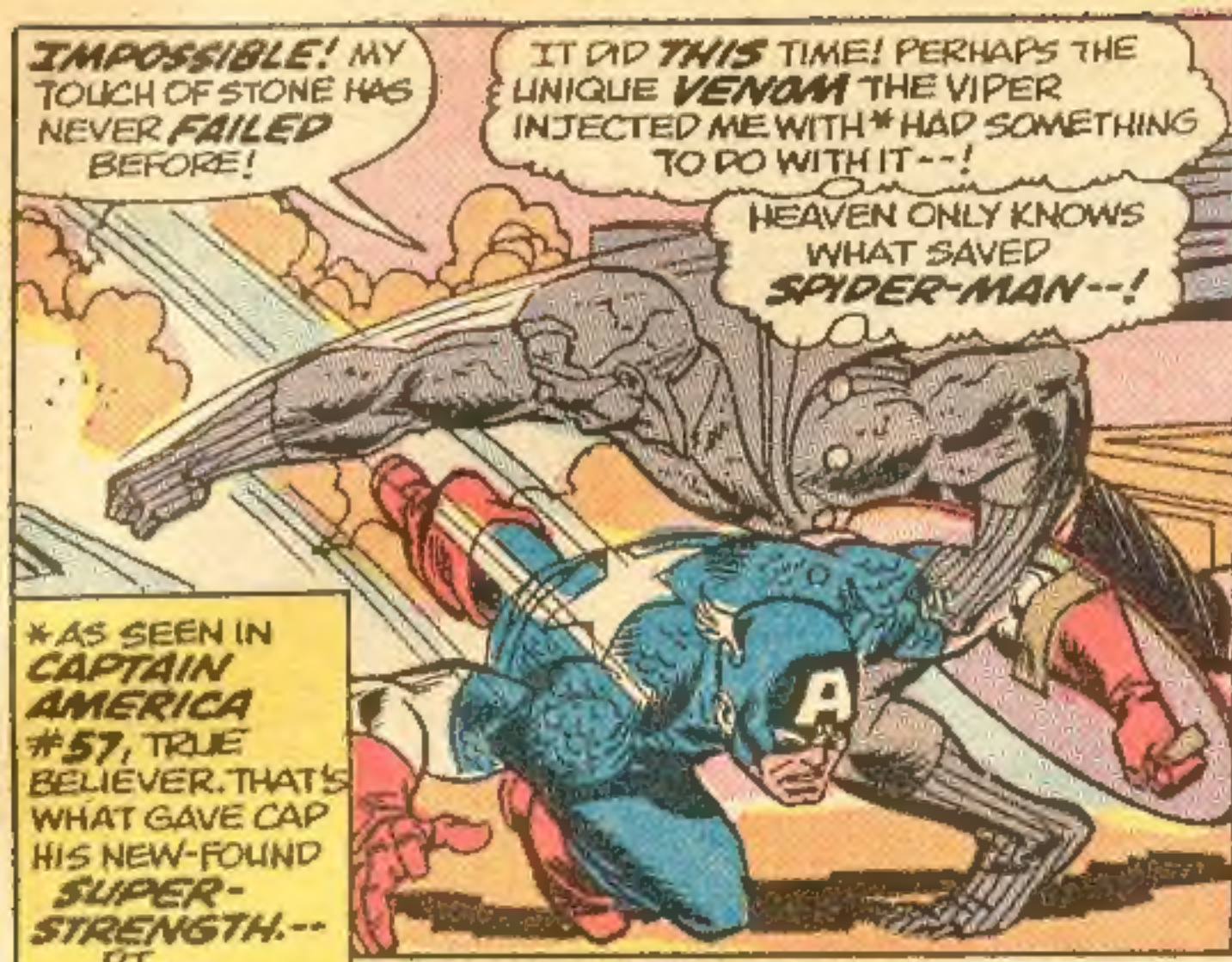
-- AND ARE THOSE TWO **STONE**
FIGURES CHAINED SO TIGHTLY TO
ITS BASE WHO THEY **APPEAR** TO BE --?

WHAT
DO YOU
THINK?

HOW **FITTING** --
THAT TWO WHO SOUGHT
TO **THWART** MY
PLANS --

-- SHALL BE THE
FIRST TO SEE THEM
REACH **FRUITION!**





IMPOSSIBLE! MY TOUCH OF STONE HAS NEVER FAILED BEFORE!

IT DID **THIS** TIME! PERHAPS THE UNIQUE **VENOM** THE VIPER INJECTED ME WITH *HAD SOMETHING TO DO WITH IT--!

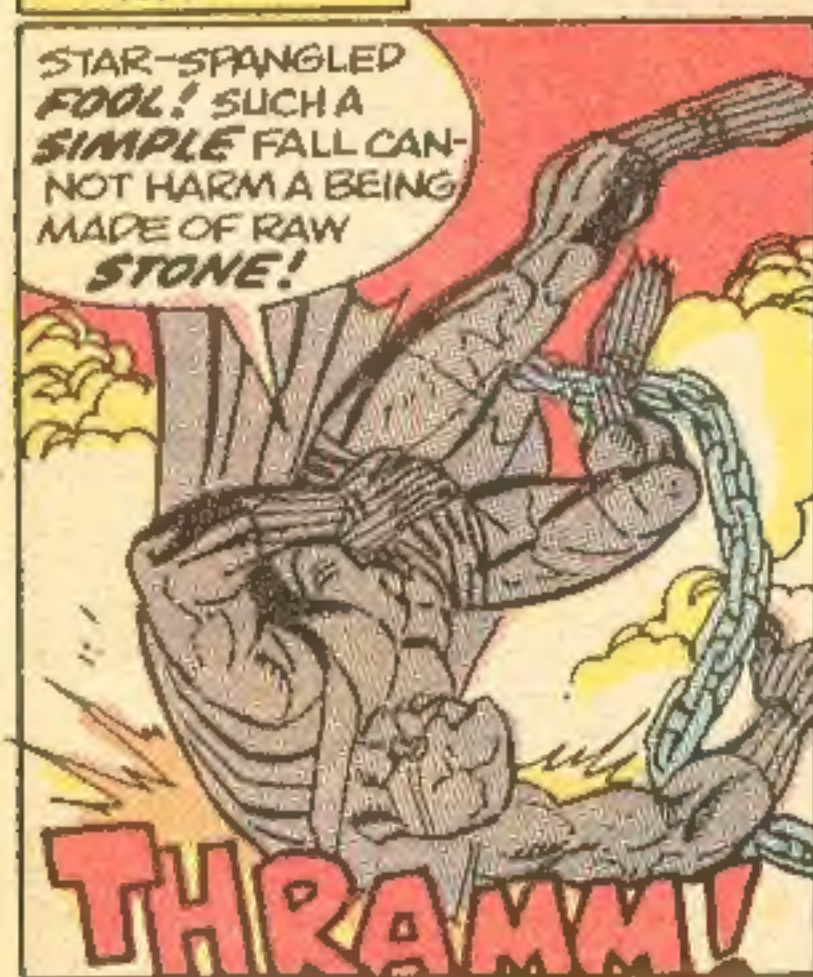
HEAVEN ONLY KNOWS WHAT SAVED **SPIDER-MAN--!**

*AS SEEN IN **CAPTAIN AMERICA #57**, TRUE BELIEVER. THAT'S WHAT GAVE CAP HIS NEW-FOUND **SUPER-STRENGTH--** RT.



STILL, I DON'T HAVE TIME RIGHT NOW TO PUZZLE OUT THE ANSWERS FOR **CERTAIN!**

GOT TO GET THE GARGOYLE **AWAY** FROM THE CONTROL PANEL--OR **ELSE!**



STAR-SPANGLED **FOOL!** SUCH A **SIMPLE** FALL CAN NOT HARM A BEING MADE OF RAW **STONE!**

THRAMM!



AS SOON AS I REGAIN MY **FEET**, I SHALL--

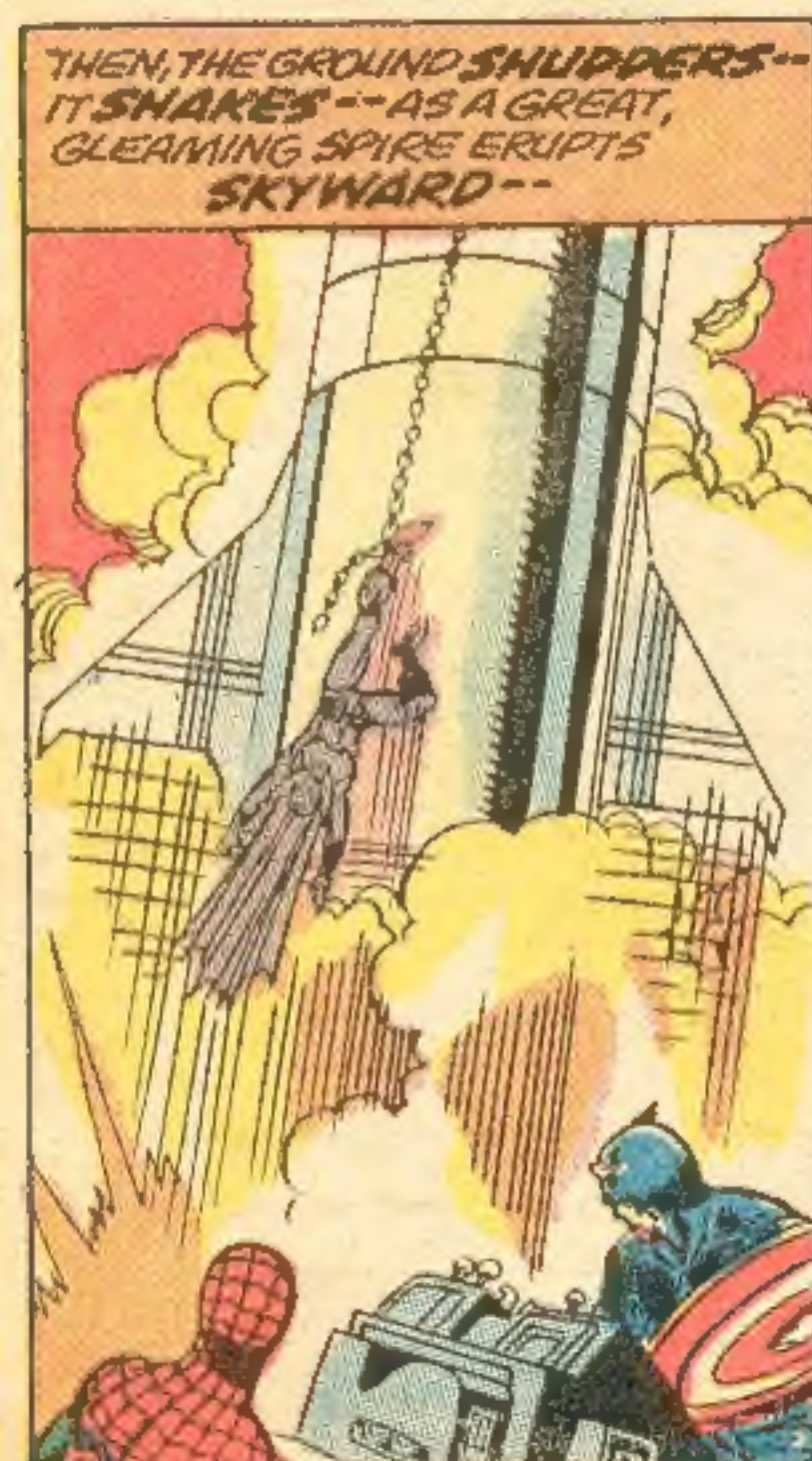
WHA--?

THAT **CHAIN--** CAUGHT AROUND MY **ANKLE--!**

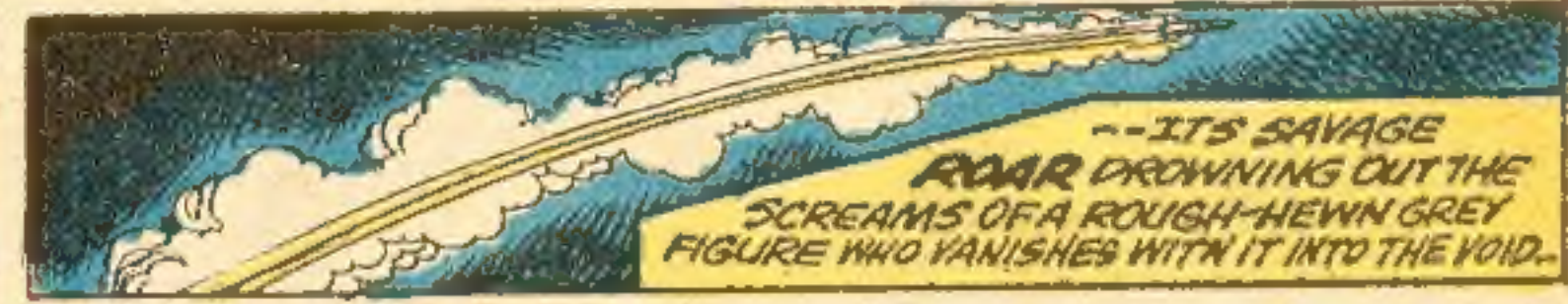


STOP THE **COUNTDOWN!**

IN CITY'S NAME-- **STOP THE COUNTDOWN!!**



THEN, THE GROUND **SHUDDERS--** IT **SHAKES--** AS A GREAT, GLEAMING SPIRE ERUPTS **SKYWARD--**



--IT'S SAVAGE **ROAR** DROWNING OUT THE SCREAMS OF A ROUGH-HEWN GREY FIGURE WHO VANISHES WITH IT INTO THE VOID.



THE GARGOYLE IS **GONE--** VICTIM OF THE FATE HE INTENDED FOR **US!**

AND IT COULDN'T HAVE HAPPENED TO A **NICER** GUY!



WELL, CAP, IT'S GETTING **LATE--** AND EVEN A **SPIDER** NEEDS HIS **REST!**

KEEP YOUR **SHIELD** SHINY, HERO! I'LL SEE YOU **AROUND!**

NEXT: THE SAVAGE **SUB-MARINER!**